

No. SABUY CS 012/2568

March 25, 2025

Subject: Invitation to the 2025 Annual General Meeting of Shareholders

To: Shareholders of Sabuy Technology Public Company Limited

Attachments:

1. Copy of the minutes of the Extraordinary General Meeting of Shareholders No. 1/2024 held on October 8, 2024 (for consideration Agenda 1)
2. Annual Report for the year 2024 and financial statement of the Company for the period ended December 31, 2024 (QR Code) (for consideration Agenda 2 and 3).
3. Bio-data of directors who are recommended to be re-elected as directors of the Company for another term (for consideration Agenda 4)
4. Bio-data of the Company's Auditor (for consideration Agenda 6)
5. The Company's Articles of Association relating to Shareholders Meeting and Voting.
6. Definition of independent directors and the details of independent directors be recommended as a proxy of shareholders.
7. Guidelines for Attending the Shareholders Meeting via Electronic System, Documents and Proof of Required for Attendees prior to Attending the Meeting, Proxy Appointment, Voting and Registration Form to attend the 2025 Annual General Meeting of Shareholders via Electronic Meeting
8. Proxy Form A, Proxy Form B and Proxy Form C

The Board of Directors of Sabuy Technology Public Company Limited passed a resolution to call for the 2025 Annual General Meeting of Shareholders to convene on Monday, April 28, 2025 at 1.00 p.m. by electronics means (E-AGM) only which will be broadcasted from the Company's office located at 14th Floor, Central Tower @Central World, Rajdamri Road, Kwang Pathumwan, Khet Pathumwan, Bangkok to consider and approve the following agendas:

Remark:

1. The Company has published the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2024 held on October 8, 2024 on the Company's website (<https://sabuytech.com>) to be reviewed and revised by Shareholders since October 22, 2024, however, no any shareholder recommended any amendment or objection of such Minutes.
2. The Company had facilitated the shareholders to exercise their rights to put forward the 2025 Annual General Meeting of Shareholders' agenda item and nominate directorial candidate in advance and also disclosed their rights including the process on proposing of the mentioned subjects through the company's website (<https://sabuytech.com>) from November 1, 2024 to December 31, 2024. - No shareholders recommended any agenda item.

Agenda 1: To certify the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2024

Facts and Reason:

The Company held the Extraordinary General Meeting of Shareholders No. 1/2024 on October 8, 2024 and prepared the minutes of such meeting. A copy of the Extraordinary General Meeting of Shareholders No. 1/2024 is attached hereto as Attachment 1.

Opinion of the Board:

The Board of Directors has considered that the minutes of the Extraordinary General Meeting of Shareholders No. 1/2024 which was held on October 8, 2024 was recorded correctly and completely and deemed appropriate to propose to the 2025 Annual General Meeting of Shareholders for approval

Vote to Pass Resolution

This agenda is required to be approved by majority votes of the shareholders present and vote in the meeting.

Agenda 2: To acknowledge the Company's operating result of the fiscal year 2024

Facts and Reason:

The Company's operating results of the fiscal year 2024 ended December 31, 2024 including financial information and other activities are reported as per detail in the 2024 Annual Report in the form of QR Code is attached hereto as Attachment 2.

Opinion of the Board:

The Board of Directors considered and deemed it appropriate to propose to the 2025 Annual General Meeting of Shareholders to acknowledge the Company's operating result of the fiscal year 2024 ended December 31, 2024.

Vote to Pass Resolution

This agenda is for acknowledgment not required voting.

Agenda 3: To consider and approve the Company audited financial statements for the fiscal year ended December 31, 2024 and approved by the Audit Committee

Facts and Reason:

According to Section 112 of the Public Limited Companies Act, B.E. 2535 and Article 64 of the Company's Articles of Association, the Board is required to prepare the financial statement for the fiscal year end and to propose to the Annual General Meeting of Shareholders for consideration and approval. The Company has already prepared the Company's financial statement for the year ended December 31, 2024 which has already been audited by the auditor and approved by the Audit Committee, detail *in the Attachment 2 in the form of QR code as attached hereto..*

Opinion of the Audit Committee:

The Audit Committee had reviewed the Company's financial statement for the year ended December 31, 2024, which was audited and certified by certified public accountant, therefore the Audit Committee recommended to the Board of Directors to consider and propose the Company's financial statement for the year ended December 31, 2024 to the Annual General Meeting of Shareholders for approval.

Opinion of the Board:

The Board of Directors has considered and deemed appropriate to propose to the 2025 Annual General Meeting of Shareholders to consider and approve the Company's financial statement for the year ended December 31, 2024 for the reason that financial statement was correct, complete and sufficient according to accounting standard and approved by the Audit Committee, and audited by certified public accountant.

Vote to Pass Resolution

This agenda is required to be approved by majority votes of the shareholders present and vote in the meeting.

Agenda 4: To consider and approve the election of directors in substitution of retiring Directors by rotation

Facts and Reason:

In compliance with the Public Limited Companies Act B.E 2535 and Article 22 of the Company's Articles of Association, stated that at every Annual General Meeting of Shareholders, the directors shall retire their office by rotation at the ratio of one-third of the total number of directors of the Company. If the number of directors is not a multiple of three, then the number nearest to one-third shall vacate office and those retired directors can be re-appointed.

At present, there are 9 directors, therefore, three of the total directors are required to retire from the Board of Directors in the Annual General Meeting of Shareholders namely:

Name of Director	Position
1. Mr. Pitak Pruittisarikorn	Independent Director
2. Mr. Nawat Issarakrisil	Director
3. Mr. Pumipat Sinacharoen	Director

The Company's had facilitated shareholders to exercise their rights to put forward the directorial candidates in advance during November 1, 2024 to December 31, 2024. However, there was no shareholder nominating a qualified candidate for directorial position for the 2025 Annual General Meeting of Shareholders.

The Nomination and Compensation Committee (excluding directors who have conflict of interest in this agenda) has considered the suitability of a person who should be appointed as a director of the Company by considering important criteria, such as qualifications and the absence of prohibited characteristics under the PLC Act and the Securities and Exchange Act, B.E. 2535 (1992), as well as other related laws and regulations. In addition, the consideration is also based on the knowledge, abilities, experiences and diversity of the Board of Directors' qualifications as a whole, including individual performance in the positions of director and member of sub-committees in each person, and considers that the aforementioned directors are qualified according to the aforementioned criteria and suitable for the business of the Company. Therefore, it is appropriated to propose the Board of Directors to propose to the 2025 Annual General Meeting of Shareholders to consider and approve (1) Mr. Pitak Pruittisarikorn (2) Mr. Nawat Issarakrisil and (3) Mr. Pumipat Sinacharoen to be re-elected as the directors of the Company for another term.

Bio-data of the directors who are recommended to be re-elected as directors of the Company for another term *is attached hereto as stated in Attachment 3.*

Opinion of the Board:

The Board of Directors (excluding directors who have conflict interest in this agenda) has considered and agreed with the opinion of the Nomination and Remuneration Committee and deemed to propose to the 2025 Annual General Meeting of Shareholders to consider and approve the appointment of (1) Mr. Pitak Pruittisarikorn (2) Mr. Nawat Issarakrisil and (3) Mr. Pumipat Sinacharoen to be re-elected as the directors of the Company for another term.

Vote to Pass Resolution

This agenda is required to be approved by majority votes of the shareholders present and vote in the meeting.

Agenda 5: To consider and approve the director's remuneration for the year 2025

Facts and Reason:

Section 90 of Public Limited Companies Act B.E 2535 provides that a company shall not pay money or give any other property to directors unless it is payment of remuneration under the Articles of Association of the Company. Payment of remuneration shall be in accordance with resolutions of meetings of shareholders with the votes of not less than two-thirds of the total votes of the shareholders present at the meeting and Article 47 of the Articles of Association of the Company provides that Business that the general meeting of shareholders should do (5) Consider determining directors' remuneration. In addition, the directors are entitled to allowances and other expenses in accordance with the Company's regulations.

The Nomination and Compensation Committee considered the directors' remuneration of year 2025, by reviewing all appropriate factors and comparing them, in a form of cash and other benefits, with last year remuneration, the average fees paid in the same industry and companies with the same size of revenue, operating result, responsibilities and current economic situation. Thus, it is deemed appropriate to propose to the 2025 Annual General Meeting of Shareholders to consider and approve the determination of remuneration of directors and sub-committees for the year 2025 which is the same amount as approved by the 2024 Annual General Meeting of Shareholders. as follows:

1) Monthly Remuneration and Meeting Allowance

Director's Remuneration	Monthly Remuneration (THB/month)		Meeting Allowance (THB/meeting)	
	2567	2568	2567	2568
Board of Directors				
Chairman of the Board of Directors	20,000	20,000	10,000	10,000
Director	15,000	15,000	10,000	10,000
Audit Committee				
Chairman of Audit Committee	15,000	15,000	10,000	10,000
Member of the Audit Committee	10,000	10,000	8,000	8,000
Executive Committee				
Chairman of Executive Committee	15,000	15,000	10,000	10,000
Member of the Executive Committee	10,000	10,000	8,000	8,000

Director's Remuneration	Monthly Remuneration (THB/month)		Meeting Allowance (THB/meeting)	
	2567	2568	2567	2568
Risk Management Committee				
Chairman of Risk Management Committee	15,000	15,000	10,000	10,000
Member of the Risk Management Committee	10,000	10,000	8,000	8,000
Nomination and Remuneration Committee				
Chairman of Nomination and Remuneration Committee	15,000	15,000	10,000	10,000
Member of the Nomination and Remuneration Committee	10,000	10,000	8,000	8,000

Remark: directors who are employees or executives of the Company shall not be entitled to receive remuneration as directors and member of sub-committees.

2) Other benefits - Since the Company has issued and offered warrants to purchase the ordinary shares of the Company which are issued to directors, executives and employees of the Company. and its subsidiaries, namely SABUY WC therefore, it is considered as other interests of the directors as mentioned above.

Opinion of the Board:

The Board of Directors had the opinion that the remuneration and meeting allowance has been considered and reviewed by the Nomination and Compensation Committee. Thus, it is deemed appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the remuneration and meeting allowance for the year 2025 in a form of cash and other which is the same amount as approved by the 2024 Annual General Meeting of Shareholders.

Vote to Pass Resolution

This agenda is required to be approved with a vote of not less two-thirds of the shareholders present in the meeting.

Police Major General Athip Pongsiwaphai and Mrs.VeeranuchThammavaranucupt, Independent Director and as a proxy of shareholders for the Annual General Shareholders Meeting, have no conflict of interest different from the other directors.

Agenda 6: To consider and approve the appointment of the Company's auditors and determine the auditor's remuneration for the year 2025

Facts and Reason:

Section 120 of the Public Limited Companies Act provides that the shareholders' meeting shall appoint an auditor and determine the auditor's remuneration every year. In appointing the auditor, the same auditor may be re-appointed,

The appointment of the auditors for the year 2025, the Audit Committee has considered and selected an auditor from KPMG Phoomchai Audit Company Limited to serve as the Company's auditor for the year 2025, and to audit the Company in accordance with the same auditing standards, as a result, it is deemed appropriate to propose to the Annual General Meeting of Shareholders to consider and approve appoint KPMG Phoomchai Audit Company Limited as the Company's auditor for the year 2025. Details of auditors are as follows:

Name of Auditors	Certified Public Accountant Number
(1) Mr. Watchara Pattarapitak and/or	6669
(2) Miss. Pornthip Rimdusit and/or	5565
(3) Mr. Waiyawat Kosamarnchaiyakij	6333
(4) Mr. Yoottapong Soontalinka	10604

Any of the auditors listed above shall have the authority to review and sign the Company's audit report, and if there is a necessity that the auditors listed above are unable to perform their duties, KPMG Phoomchai Audit Company Limited shall find another suitable auditor to perform the duties. The Company's auditors for the fiscal year 2025 will not exceed Baht 5,700,000 excluding other service fees (Non-Audit Fee) paid by the Company as incurred. The comparison of auditor's remuneration between 2024 and 2025 as follows:

Unit: THB

Remuneration	2025	2024
1) Audit Fee	5,700,000	3,850,000
2) Other Service Fee (Non-Audit Fee)	Excluded other fees (Non-Audit Fee)	actual paid

In this regard, KPMG Phoomchai Audit Company Limited and the aforementioned auditors do not have a relationship or a conflict of interest in the Company or its subsidiary or directors, executive officer or major shareholder or a person related to such person. Therefore, they are independent in auditing and expressing their opinions on the financial statements of the

Company and its subsidiaries, including the performance of duties of such auditors, it was found that none of them have performed their duties for more than seven years as specified by the Securities and Exchange Commission.

Bio-data of the Company's Auditors *is attached hereto as stated in Attachment 4*

Opinion of the Audit Committee:

The Audit Committee had reviewed and considered the performance record of each auditor as to ensure that, KPMG Phoomchai Audit Company Limited can have a proper rotation of the auditor as required by the Notification of Securities and Exchange Commission on Auditor Rotation policy. Moreover, the standard of auditing, capability and experiences in auditing of the companies in the same industry and the same size of business including a reasonable audit fee have been considered. Thus, the Audit Committee resolved to propose to the Board of Directors for the appointment KPMG Phoomchai Audit Company Limited as the Company's auditors for the fiscal year 2025.

Opinions of the Board of Directors:

The Board of Directors has considered and agreed with the opinion of the Audit Committee, and deemed appropriate to propose to the 2025 General Meeting of Shareholders to consider and approve the appointment of 1) Mr. Watchara Pattarapitak Certified Public Accountant number 6669; or 2) Miss. Pornthip Rimdusit Certified Public Accountant number 5565; or 3) Mr. Waiyawat Kosamarnchaiyakij Certified Public Accountant number 6333 4) Mr. Yoottapong Soontalinka Certified Public Accountant number 10640 of KPMG Phoomchai Audit Company Limited as the Company's auditors for the fiscal year 2025 and the determine the remuneration of auditors for the year 2025 in the amount of not exceeding Baht 5,700,000, excluding other service fees (Non-Audit Fee) paid by the Company as incurred.

Vote to Pass Resolution

This agenda is required to be approved by majority votes of the shareholders present and vote in the meeting.

Agenda 7: To consider and approve the omission of allocation of net profits as legal reserves and the omission of dividend payment for the year 2024

Facts and Reasons:

Section 116 of the Public Limited Companies Act and Article 58 of the Articles of Association of the Company provide that the Company must allocate a portion of its annual net profit as a reserve of not less than 5 percent of its annual net profit with the deduction from the amount representing the accumulated loss carried forwards (if any) until the reserve amounts to not less than 10 percent of the registered capital. Section 115 of the Public Limited Companies Act and Article 54 of the Company provide that the payment of dividends other than profit cannot be made. And in case the company still has accumulated losses, prohibited from paying dividends.

The Company's dividend policy is to pay dividend to shareholders at a rate of not less than 40 percent of net profits from the separate financial statements after deducting corporate income tax and various types of reserves as specified in the laws and regulations of the company. However, the dividend payment is subject to change depending on necessity. And other appropriateness as the Board of Directors deems appropriate. By considering various factors mainly for the benefit of shareholders. Such as economic conditions, operating results and financial status of the company, liquidity, cash flow, reserve for business management, business expansion and future investment. Reserve to repay loans or working capital in the company. Conditions and limitations as specified in the loan contract and paying dividends have no effect on the normal operations of the Company and its subsidiaries significantly.

The Company has loss from 2024 operating results according to the dedicated financial statement for the year ending December 31, 2024, Baht 6,238.39 Million (Details appeared in the 2024 financial statement of the Company for the period ended December 31, 2024, [detail in attachment \(2\)](#)). The Company, therefore, requests to refrain from allocating net profits as legal reserves and to refrain from paying dividends for the year 2024

Opinions of the Board of Directors:

The Board of Directors has considered and deemed appropriate to propose to the 2025 Annual General Meeting of Shareholders to consider and approve the omission of allocation of net profits as legal reserves and the omission of dividend payment for the year 2024.

Vote to Pass Resolution

This agenda is required to be approved by majority votes of the shareholders present and vote in the meeting.

Agenda 8 To Consider approving the additional determination of the auditor's remuneration for the year 2024

Facts and Reasons:

The 2024 Annual General Meeting of Shareholders approved the appointment of auditors from KPMG Phoomchai Audit Ltd. (KPMG) and approved the auditor's remuneration for the year 2024 at an amount not exceeding Baht 3,850,000, excluding other service fees (Non-Audit Fee) paid by the Company as incurred. However, in 2024, KPMG Phoomchai Audit Ltd. (KPMG) conducted audits related to the impairment of investments, as well as the acquisition and disposal of complex businesses. As a result, the firm requested an additional auditor's remuneration of Baht 3,850,000 (three million eight hundred fifty thousand Baht), bringing the total auditor's remuneration to Baht 7,700,000 (seven million seven hundred thousand Baht).

Opinions of the Board of Directors:

The Board of Directors has considered and deemed appropriate to propose to the 2025 Annual General Meeting of Shareholders to consider and approve the additional of the auditor's remuneration for the year 2024 of Baht 3,850,000 (Baht Three Million Eight Hundred Fifty Thousand). Total of the auditor's remuneration is Baht 7,700,000 (Seven Million Seven Hundred Thousand).

Vote to Pass Resolution

This agenda is required to be approved by majority votes of the shareholders present and vote in the meeting.

Agenda 9: To consider and approve the company's name change and the amendment of Clause 1 (Company Name) in the Memorandum of Association to align with the new change

Facts and Reasons:

Since the Company has adopted a new business strategy, there is an initiative to change the company name to align with the new business.

Opinions of the Board of Directors:

The Board of Directors deems it appropriate to propose to the Annual General Meeting of Shareholders for approval of the company name change and the amendment of the Company's Memorandum of Association, Clause 1 (Company Name), to align with the name change as follows:

Company Name (Existing)	Company Name (New)
ภาษาไทย: “บริษัท สบาย เทคโนโลยี จำกัด (มหาชน)”	ภาษาไทย: “บริษัท ดับบลิว เอส โอ แอล จำกัด (มหาชน)”
ภาษาอังกฤษ: “SABUY TECHNOLOGY PUBLIC COMPANY LIMITED”	ภาษาอังกฤษ: “WSOL PUBLIC COMPANY LIMITED”

Memorandum of Association (Existing)	Memorandum of Association (New)
ข้อ 1 ชื่อบริษัท ภาษาไทย: “บริษัท สบาย เทคโนโลยี จำกัด (มหาชน)” ภาษาอังกฤษ: “SABUY TECHNOLOGY PUBLIC COMPANY LIMITED”	ข้อ 1 ชื่อบริษัท ภาษาไทย: “บริษัท ดับบลิว เอส โอ แอล จำกัด (มหาชน)” ภาษาอังกฤษ: WSOL PUBLIC COMPANY LIMITED

Vote to Pass Resolution

This agenda is required to be approved with a vote of not less than three-fourth votes of the shareholders present in the meeting and has the right to vote.

Agenda 10 To consider and approve the amendments to the company’s Articles of Association concerning the company’s name and the change of corporate seal to align with the name change



Facts and Reasons:

In order to correspond with the proposed change of Company’s name. as stated in agenda 9 above.

Opinion of the Board:

The Board of Directors deems it appropriate to propose to the Annual General Meeting of Shareholders for approval an amendment the Articles of Association concerning the Company’s name and the change of corporate seal in order to correspond with the change of the Company’s name and corporate seal as follows:

Articles of Association (Existing)	Articles of Association (New)
Articles of Association of SABUY TECHNOLOGY PUBLIC COMPANY LIMITED	Articles of Association of WSOL PUBLIC COMPANY LIMITED

Item	previous	as purpose
Corporate seal		 บริษัท ดับบลิว เอส โอ แอล จำกัด (มหาชน)

Vote to Pass Resolution

This agenda is required to be approved with a vote of not less than three-fourth votes of the shareholders, present in the meeting and has the right to vote.

Agenda 11: To consider and approve the change of the company's stock symbol to reflect the change of Company's name**Facts and Reasons:**

In order to correspond with the proposed change of the Company's name as stated in agenda 9 above.

Opinions of the Board of Directors:

The Board of Directors deems it appropriate to propose to the Annual General Meeting of Shareholders for approval of the change in the company's stock symbol to align with the change of the Company's name as follows:

Item	Existing	New
stock symbol	SABUY	WSOL

Vote to Pass Resolution

This agenda is required to be approved with a vote of not less than three-fourth votes of the shareholders present in the meeting and has the right to vote.

Agenda 12: To consider and approve the amendment to the utilization of the increased capital and the utilization of additional funds**Facts and Reasons:**

Following the capital increase, the Extraordinary General Meeting of Shareholders No. 1/2024 was informed of the objectives of the capital increase and the planned use of the additional funds. However, due to the company's and its subsidiaries' financial situation and operating performance over the past period, the company has faced liquidity issues and significant losses. Upon the new management team's review of the company's internal challenges to identify solutions for business operations and liquidity problems, it was determined that the new funds were required primarily for working capital and trade debt repayment beyond the originally stated purposes disclosed to the Extraordinary General Meeting of Shareholders. Consequently, the company has utilized the new fund beyond the initially specified objectives to mitigate and minimize the impact on the operations of the company and its group companies.

Therefore, to enable the company and its group to have sufficient liquidation for business operation, it is required to amend the utilization of the increased capital and the utilization of additional funds.

Opinions of the Board of Directors

The Board of Directors deems it appropriate to propose to the Annual General Meeting of Shareholders for approval of the utilization of the increased capital and the utilization of additional funds detail as shown in table below

Original purpose	Year 2024-2025 Amount (Baht)	Amend purpose	Year 2024-2025 Amount (Baht)
Funds received from the issuance of additional common shares totaling 760,000,000 Baht under the PP scheme.			
1. Repayment of debentures maturing at the end of 2024 (Series 2) and/or repayment of interest on debentures (Series 2-5) within 2024-2025, or as approved by the bondholders' meeting.	200,000,000	1. Repayment of principal and/or interest on all bond series within 2024-2025, in accordance with the conditions approved by the bondholders' meeting, for an amount not less than	60,000,000
2. Repayment of debts to financial institutions and creditors.		2. Repayment of principal and/or interest to financial institutions and creditors for an amount not less than	60,000,000
3. Compensation for executing the EBT transaction (by January 8, 2025).	360,000,000	3. Compensation for executing the EBT transaction.	360,000,000
4. Used as working capital and for payment of trade payables.	200,000,000	4. Used as working capital and for payment of trade payables ¹	Not less than 240,000,000 but not exceed 280,000,000
Total	760,000,000	Total	760,000,000

And to ratify the use of additional capital under the category of “working capital and trade debt repayment” exceeding Baht 200,000,000 in the past period to minimize the impact on the business operations of the company and its group companies. This use of funds remains within the scope of the capital increase objectives and the proposed adjustments to the use of additional capital as approved.

Vote to Pass Resolution:

This agenda is required to be approved with a vote of not less than three-fourth votes of the shareholders present in the meeting and has the right to vote.

Agenda 13: To consider and approve the change in the list of directors allocated warrants

Facts and Reasons:

The Extraordinary General Meeting No. 1/2024 of the Company held on October 8, 2024, passed a resolution approving the issuance and offering of warrants to purchase the Company's ordinary shares to directors, executives, and employees of the Company and its subsidiaries in the third issuance (SABUY-WC), totaling 87,000,000 units (equivalent to 4.95% of the paid-up capital). The exercise ratio is set at 1 warrant per 1 ordinary share, with a warrant validity period of 2 years from the issuance date and an exercise price of 1.20 Baht per share which the number of warrants offered is less than 5% of the paid-up capital. Due to the following reasons:

1. Almost all directors who were previously approved by the Extraordinary General Meeting of Shareholders to receive warrant allocations have changed.

2. Any changes to the list of directors who will receive the warrants and the number of warrant to be allocated to directors must be approved by the shareholders' meeting.

Opinions of the Board of Directors:

The Board of Directors deems it appropriate to propose to the Annual General Meeting of Shareholders for approval of the change in the list of directors and number of warrant to be allocated to directors, details are as follows:

List of Directors (Previous)	Position	The allocated amount of SABUY-WC shall not exceed	Percentage (%) of the issued amount
1. Mr. Chakkrit Parapuntakul	Chairman of the Board, Independent Director, Chairman of the Audit Committee	4,000,000	4.60
2. Mr. Wirach Morakotkarn	Chief Executive Officer, Director	4,000,000	4.60
3. Mr. Nawat Itsaragrisil	Director	1,000,000	1.15

List of Directors (Previous)	Position	The allocated amount of SABUY-WC shall not exceed	Percentage (%) of the issued amount
4. Mr. Jutiphan Mongkolsuthree	Director	1,000,000	1.15
5. Mr. Wachirathon Kongsuk	Director	3,000,000	3.45
6. Mr. Santithorn Bunchua	Director	3,000,000	3.45
7. Mr. Kittipol Thanasit	Director	3,000,000	3.45
8. Mrs. Umawadee Rattanaudom	Independent Director, Audit Committee	1,000,000	1.15
9. Mr. Khanat Kruthkul	Independent Director, Audit Committee	1,000,000	1.15
Total		21,000,000	24.14

List of Directors (New)	Position	The allocated amount of SABUY-WC shall not exceed	Percentage (%) of the issued amount
1. Mr. Pornchai Rujiprapa	Chairman of the Board / Independent Director	4,350,000	5.00
2. Mr. Jirayut Rungsrihong	Independent Director / Chairman of the Audit Committee	2,000,000	2.30
3. Police Major General Atip Pongsapat	Independent Director / Nomination Committee Member	2,000,000	3.45
4. Mr. Pitak Pruittisarikorn	Independent Director / Audit Committee Member / Chairman of the Nomination Committee	2,000,000	2.30
5. Mrs. Veeranuch Thammavarancupt	Independent Director / Audit Committee Member	2,000,000	2.30

List of Directors (New)	Position	The allocated amount of SABUY-WC shall not exceed	Percentage (%) of the issued amount
6. Ithichai Poolvaraluck	Director / Chairman of the Executive Committee / Nomination Committee Member	4,350,000	5.00
7. Mr. Nawat Itsaragrisil	Director	2,000,000	2.30
8. Mr.Pumipat Sinacharoen	Director / Chairman of the Risk Management Committee	3,000,000	3.45
9.Mr. Thaphop Kleesuwan	Director / Risk Management Committee Member / Executive Committee Member	3,000,000	3.45
Total		25,700,000	29.54

Vote to Pass Resolution

This agenda is required to be approved with a vote of not less than three-fourth votes of the shareholders present in the meeting and has the right to vote excluding the votes of interested parties. Furthermore, no shareholder holding more than 10 percent of the total votes cast at the meeting objected to the issuance and offering of the SABUY-WC warrants.

Agenda 14: To consider other issues (if any).

The Company has already invited shareholders to propose agenda and to nominate qualified candidates for the Company's directors for the 2025 Annual General Meeting of Shareholders during November 1, 2024 to December 31, 2024. No shareholders recommended any agenda item.

In case any shareholder is unable to attend the meeting in person and wishes to appoint a proxy to attend the meeting and cast votes on his or her behalf, please execute either Proxy Form A or Form B, and for the foreign shareholders who have appointed a custodian, please execute Proxy Form C, as set out in **Attachment (8)**. In addition, in order to protect the rights and interests of the shareholders in the event that a shareholder is unable to attend the meeting and wishes to appoint one of the Company's independent directors as his or her proxy to attend the meeting and cast votes on his or her behalf, the shareholder can execute Proxy Form B, and select one of the Company's independent directors, whose names and profiles are set out in **Attachment (8)**

to attend the meeting and cast votes on his or her behalf. The shareholders can send identity verification documents and proxy form to the company within April 25, 2025 by sending to

- Email Address: company.secretary@sabuytech.com or
- By registered mail “Company Secretary”
to: Sabuy Technology Public Company Limited 230
Bang Khun Tian-Chaithale Road, Samae Dam
Subdistrict, Bang Khun Tian District, Bangkok
10150

In addition, foreign shareholders who have appointed the Custodian to keep their shares in the custody, can record their voting information according to Proxy Form C in e-Proxy Voting system of the Thailand Securities Depository Company Limited (TSD). The record of such information can be made in advance until April 25, 2025 until 5.00 p.m.

Shareholders can submit recommendations or questions in advance of the 2025 Annual General Meeting of Shareholders via the following channels:

- Email Address: company.secretary@sabuytech.com or
- By registered mail “Company Secretary”
to: Sabuy Technology Public Company Limited 230
Bang Khun Tian-Chaithale Road, Samae Dam
Subdistrict, Bang Khun Tian District, Bangkok
10150

The Company will conduct the meeting in accordance with Section 6 on shareholders’ meetings of the Articles of Association of the Company. The details of the Articles of Association are set out in **Attachment (5)**. The shareholders are advised to study the Guidelines for Attending the Meeting of Shareholders via Electronic System, Documents and Proof of Required for Attendees prior to Attending the Meeting, Proxy Appointment, Voting and Registration Form to Attend the 2025 Annual General Meeting of Shareholders via Electronic Meeting as set out in **Attachment (7)**.

The Company has set March 17, 2025 to be the date for determining the names of shareholders entitled to attend the shareholders' meeting and vote.

Faithfully yours,

By resolution of the Board of Directors

(Mr. Thaphop Kleesuwan)
Authorized Director



บริษัท สบาย เทคโนโลยี จำกัด (มหาชน)
230 ถนนบางขุนเทียน-ชายทะเล แขวงแสมดำ เขตบางขุนเทียน กรุงเทพมหานคร 10150

Any shareholder can access the Invitation Letter of the 2025 Annual General Meeting of the Shareholders and all related documents at the Company's website at <https://sabuytech.com/> under the section "Investor Relations"> "Resource Center" Meeting" from March, 25, 2025 onward.,



Website:

Sabuy Technology Public Company Limited.